

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	08-13555 (JMP)
Debtors.	:	(Jointly Administered)

DECLARATION AND DISCLOSURE STATEMENT OF ALEXANDER
PAFFENHOLZ _____,

ON BEHALF OF PRICEWATERHOUSECOOPERS AKTIENGESELLSCHAFT
WIRTSCHAFTPRUEFUNGSGESELLSCHAFT

ALEXANDER PAFFENHOLZ declares and says:

Alexander Paffenholz, being duly sworn, upon his oath, deposes and says:

1. I am a PARTNER of PRICEWATERHOUSECOOPERS
AKTIENGESELLSCHAFT WIRTSCHAFTPRUEFUNGSGESELLSCHAFT, located at
Moskauer Straße 19, DÜSSELDORF 40227, GERMANY, which is the German firm of the
PricewaterhouseCoopers global network of firms, each of which is a separate and independent
legal entity (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the
above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors")
and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm
provide a Going Concern Analysis ("Fortbestehensprognose") in accordance with section 19
paragraph 2 sentence 1 of the German Insolvency Code for the MOOR PARK Group (i.e. an
analysis of this Group's earnings, cash flow and equity projections for FY09 to FY11) . Such

analysis being accounting services to the Debtors, and the Firm has consented to provide such services.

3. I submit this Affidavit in accordance with the procedures set forth in the order entered November 5, 2008 authorizing the Debtors to employ professionals utilized in the ordinary course of business [Docket No. 1394] in connection with the Firm's engagement with the Debtors, pursuant to sections 105(a), 327(a), 328, 330 and 504 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.*

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

7. The Debtors owe the Firm \$ zero for prepetition services.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: DUESSELDORF/GERMANY
December 14, 2009


ALEXANDER PAFFENHOLZ

¹ If necessary.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
Debtors.	: (Jointly Administered)
-----X	

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

PricewaterhouseCoopers Aktiengesellschaft,

Wirtschaftspruefungsgesellschaft

Moskauer Str. 19

D-40227 Duesseldorf, Germany

2. Date of retention: 9 December 2009

3. Type of services provided (accounting, legal, etc.):

Accounting

4. Brief description of services to be provided:

5. The services comprise a going concern analysis ("Fortbestehensprognose") in accordance with section 19 paragraph 2 sentence 1 of the German Insolvency Code for the MPPM Group (i.e. an analysis of MPPM's earnings, cash flow and equity projections for FY09 to FY11 Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable):

€2,750 per man-day (i.e. €344/hour)

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

€80,000 / month (equals USD 118,000)

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ _____

Date claim arose: _____

Source of Claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: _____

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

Please note: I duly conducted research and inquired with the professionals

I plan to have in the team for the engagement on the going concern

analysis and, based on this, I can confirm that neither I nor any of the team
members hold any prepetition claims against the Debtors.

8. Stock of the Debtors currently held by the firm:

Kind of shares: none _____

No. of shares: none _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: _____

Status: _____

Please note: I duly conducted research and inquired with the professionals I

plan to have in the team for the engagement on the going concern analysis

and, based on this, I can confirm that neither I nor any of the team members

hold any stock of the Debtors.

Kind of shares: _____

No. of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Please note: I duly conducted a conflict check (as is customary for the
profession) which revealed no conflict of interest.

II. Name of individual completing this form:

Alexander Paffenholz